

CONSTITUTION
BYLAWS
AND
CHARTER

of the
GENERAL CONFERENCE
MENNONITE CHURCH

722 Main Street, Box 347
Newton, Kansas 67114-0347



Revised 1989



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FOREWORD

This constitution, adopted at the Estes Park conference in July 1968, is being printed and sent forth with the prayer and hope that it may be a useful instrument in implementing the work of Christ through the churches of the General Conference.

Realizing it is imperfect, we yet believe it can be used to unite us in one body for the purpose of fulfilling our mission in the world. We would build upon the firm foundation of Jesus Christ and believe that the pattern of organization set forth herein can help us to build upon that foundation.

May those who use it do so in such a way that his kingdom may come on earth and that his will be done in the hearts of men.

Elbert Koontz
Conference Secretary
1968

This fourth printing of the 1968 constitution incorporates amendments to the constitution and to the bylaws adopted between 1984 and 1989. The second printing in 1975 and third printing in 1984 incorporated the earlier changes.

Vern Preheim
General Secretary
1989



CONTENTS

Foreword, 3

Article I. General, 7

Section I. Name, 7

Section II. Purpose, 7

Section III. Our Common Confession, 9

Article II. Polity and Membership, 9

Section I. Congregational-Conference Polity, 9

Section II. Membership, 12

Article III. General Conference Sessions, 14

Section I. Meetings, 14

Section II. Delegates and Votes, 15

Section III. Elections, 16

Section IV. Committees, 18

Article IV. The General Board, 19

Section I. Responsibility, 19

Section II. Composition and Organization, 21

Section III. Meetings, 22

Section IV. Committees and Divisions, 23

Article V. Conference Agencies, 26

Section I. Program Commissions, 26

Section II. The Seminary, 28

Section III. Subsidiary Agencies, Corporations
and Auxiliaries, 29

Article VI. Council of Boards and Commissions, 29

Article VII. Administration, 30

Section I. Staff Members, 30

Section II. Offices, 35

Article VIII. Amendments, 37

Charter, 39

Articles of Incorporation of Church Extension Services, Inc., 44

General Conference Organizational Chart, inside back cover

CONSTITUTION AND BYLAWS OF THE GENERAL CONFERENCE MENNONITE CHURCH

ARTICLE I. GENERAL

Section I. Name

The name of this corporation shall be: General Conference Mennonite Church.

Bylaw I. Corporate Seal

The corporate seal shall have inscribed thereon General Conference Mennonite Church. It shall be used by causing the same or a facsimile thereof to be impressed, affixed, reproduced or otherwise used. A facsimile of such seal is impressed upon this provision of the constitution and bylaws.

Section II. Purpose

The purpose of the General Conference Mennonite Church is to proclaim Jesus Christ through appropriate ministries throughout the world to the end that persons may put their trust in God and receive Jesus Christ as Savior from the guilt and power of sin and serve him as Lord in the fellowship of the church; and to assist congregations in Christian worship, nurture and witness; and together to understand more ade-

quately the essence of the Christian faith and accept its implications for total living.

We acknowledge the Holy Spirit and the Scriptures as source for counsel and direction in fulfilling Christian responsibilities.

Bylaw I. Conference Goals

1. Evangelize. *To evangelize is to share the good news of Jesus Christ by word and deed, calling persons to accept salvation in Christ, and to form vital Christian communities of love and service to others, in all parts of the world.*

2. Teach Biblical Principles. *We aim to teach basic doctrine of Christian faith, including distinctive Anabaptist emphasis of believer's baptism, the peace witness, discipleship, the ethics of love and mutual caring within the church. This is part of our ongoing task of nurturing persons and congregations.*

3. Develop and Train Leadership. *To equip Christian leaders to serve our churches and communities at home and abroad in a variety of ministries.*

4. Seek to Achieve Christian Unity. *We seek to discern the nature of Christian unity, demonstrating and seeking such unity among ourselves, in our relationships with other Mennonite groups and in fellowship with other denominations which confess Jesus Christ as Lord and Savior.*

Bylaw II. Conference Symbol

The conference symbol shall be the one adopted at the 1965 triennial sessions. The cross and orb design is a contemporary variation of a symbol with a long tradition. While the symbol is intended to be flexible in meaning, historically the cross and orb design has signified the sovereignty of Christ in the world and in life to come. The symbol suggests the inseparable relationship between faith (the cross) and life (the world). The line below the cross suggests the concept of a foundation. Our faith, as expressed by the meanings derived from the cross and orb, rests on a sure foundation. A facsimile of such symbol is impressed on this provision of the constitution and bylaws.

Section III. Our Common Confession

A. Basic Faith. The General Conference believes in the divine inspiration and the infallibility of the Bible as the Word of God and the only trustworthy guide of faith and life; and in Jesus Christ as the only Savior and Lord. "For no other foundation can any one lay than that which is laid, which is Jesus Christ" (1 Cor. 3:11).

In the matter of faith it is, therefore, required of the congregations which unite with the conference that, accepting the above confession, they hold fast to the doctrine of salvation by grace through faith in the Lord Jesus Christ (Eph. 2:8,9; Titus 3:5), baptism on confession of faith (Mark 16:16; Acts 2:38), the avoidance of oaths (Matt. 5:34-37; James 5:12), the biblical doctrine of nonresistance (Matt. 5:39-48; Rom. 12:9-21), non-conformity to the world (Rom. 12:1,2; Eph. 4:22-24), and the practice of a scriptural church discipline (Matt. 18:15-17; Gal. 6:1).

At no time shall any rules be made or resolutions adopted which in any way contradict the historical principles of faith as laid down in this constitution.

B. Separated Life.

1. The General Conference believes that membership in oathbound secret societies, military organization or other groups which tend to compromise the loyalty of the Christian to the Lord and to the church is contrary to such apostolic admonitions as: "Do not be mismatched with unbelievers" (2 Cor. 6:14,15), and that the church should "be holy and without blemish" (Eph. 5:27).

2. Further, regarding "the works of the flesh" (Gal. 5:19-21), the conference believes "that those who do such things shall not inherit the kingdom of God."

Therefore, every congregation should seriously strive to remain free from these evils.

Much rather, "If we live by the Spirit, let us also walk by the Spirit" (Gal. 5:25).

ARTICLE II. POLITY AND MEMBERSHIP

Section I. Congregational-Conference Polity

A. The Local Congregation. The local congregation as

a living organism of the church of Jesus Christ shall be recognized as the basic organizational unit of the General Conference Mennonite Church. The General Conference holds to the congregational form of church government; it is recognized that congregational polity has validation, together with other forms, in the New Testament and in the early church.

B. Association with Other Congregations. Each local congregation shall be expected to relate to other congregations in larger bodies by the unifying Spirit of Christ, primarily in church conferences. In coming together, congregations recognize their interdependence and their need for mutual exhortation and admonition, and their strength to fulfill the church's mission in the world. Interchurch organizations, whether local, regional, national or international, are formed so that the local congregation may join with others in fellowship and in mission.

C. Regional Conferences. While not an association of conferences, the General Conference shall recognize through action at the triennial conference those regional conferences that shall be considered a part of the General Conference.

D. The General Conference. The General Conference seeks to be and is an expression of the church of Christ and it shall administer the program assigned to it by the congregations through their representatives. The congregations have every responsibility to support the conference; and, therefore, the conference has a right to lay claim to the support of the local congregations. However, in fulfilling its mission, the conference seeks to serve and strengthen the local congregations and regional conferences, not to control them.

Bylaw I. Recognized Regional Conferences

The General Conference officially recognizes the following regional conferences: the Conference of Mennonites in Canada and the provincial conferences, the Central District Conference, the Eastern District Conference, the Northern District Conference, the Pacific District Conference and the Western District Conference.

The General Conference and the recognized conferences shall be related to one another in the following ways:

A. *The General Conference remains sensitive to the needs and concerns of the regional conferences and provides channels for working with them.*

B. *Regional conferences strive to work in harmony and co-operation with the total conference enterprise.*

C. *Such conferences assume their share of responsibility for the promotion and support of the General Conference resolutions and programs of service.*

D. *Such conferences in their organizational structure are asked to provide committees or boards comparable to the General Conference organizations or in other ways seek to relate meaningfully to the conference program.*

E. *Since the regional conferences through their boards and committees carry out and support the General Conference, these conferences are given direct voice in the planning and decision making through representation in the program commissions of the conference.*

Bylaw II. Overseas Conferences

Mennonite congregations abroad are expected to establish primary relationships among themselves as regional, national or continental conferences and with other Christian groups. The General Conference wherever possible seeks primarily through its Commission on Overseas Mission to maintain and strengthen relationships with overseas Mennonite groups and to engage in joint fellowship and mission. Any more direct relationships with overseas groups, such as representation in conference agencies, shall be worked out jointly by General Conference and indigenous overseas conference representatives.

Bylaw III. Other Church Bodies

Recognizing that the church of Jesus Christ is one, the General Conference seeks to relate to and cooperate with other church bodies, both Mennonite and non-Mennonite, where this is advisable and mutually beneficial. In such relationships the conference seeks both to learn from and to contribute to the larger church.

Section II. Membership

A. Eligibility. Any congregation which agrees with the basic tenets of the Mennonite church, the confession of faith as defined by the General Conference and the provisions of this constitution and bylaws shall be eligible for membership in the General Conference Mennonite Church.

B. Multiple Memberships. Congregations that are members of other Mennonite conferences (other than the General Conference) shall be eligible for membership under the provisions of the constitution. Such congregations may either withdraw their membership from the other conference or hold multiple membership.

C. Rights and Privileges. The local congregation shall retain or be given certain rights and privileges as a member of the General Conference:

1. The congregation shall retain the right of final decision to manage its own affairs in its organization, personnel, program and management of property.
2. The local congregation shall retain the privilege of withdrawing from the General Conference or remaining a member irrespective of its membership in a regional conference or other Mennonite conference.
3. Through its representatives (delegates) to the General Conference, the congregation shall have the privilege to participate in the planning and decision making of the larger body.
4. Each congregation belonging to the conference shall have a right to the benefits of the conference property in case of dissolution. These rights cease when a congregation withdraws or for other reasons no longer belongs to the conference.

D. Duties. As a member of the General Conference, the congregation shall have the responsibility to be loyal to and support the work of the conference. Specifically:

1. Each congregation shall be represented at every session and shall actively seek to further the interests of the conference during and between sessions.
2. Each congregation in its organizational arrangement shall provide for committees or in other ways represent and promote among its membership the various conference service areas, such as mission, education, service and finances.

3. Each congregation shall, insofar as it is possible, call ministers that are certified or registered by the General Conference under the provisions and procedures defined by the conference through its Committee on the Ministry and appended to the bylaws.

4. Each congregation shall make provisions to contribute financially to the work of the conference. The congregation retains the right to determine the method of its support and the designation of its contributions.

5. In recognition of our bonds in Christ, each congregation is to take seriously the need to be in open dialogue with responsible persons in the General Conference, to share concerns with the conference and to receive representatives who come to share the programs and perspectives of the conference. If there is serious disagreement, either party may initiate discussion to seek a resolution.

Bylaw I. Congregational Membership

A. Admission Procedures. *Application for membership shall be made in writing to the general secretary a reasonable length of time before any regular session of the conference, and the secretary in turn shall submit the application to the General Board for evaluation and recommendation to the conference session. A two-thirds majority of votes cast by conference delegates shall be required for admission. Congregations upon admission immediately enjoy the rights and privileges of membership and assume the responsibilities as outlined in the constitution and bylaws.*

B. Withdrawal. *A congregation may withdraw its membership in writing to the general secretary. When a congregation is giving consideration to withdrawal action, no final decision will be taken prior to discussions with an official representative from the conference who will share the concerns of the conference. Withdrawals shall be reported in the next triennial session and entered into the minutes. Such congregations may, however, upon application be received again into the conference in the regular manner.*

C. Dismissal. *Congregations which neglect to have representation at three consecutive regular sessions of the conference, giving no valid reason for such neglect, may be removed*

from conference membership provided that conference efforts to apply Matthew 18:15-17 have been ignored. Such a dismissal shall be reported at the next triennial session and entered in the minutes.

In the event that the General Board deems that there are other grounds for removal of a congregation from conference membership, the board shall submit a recommendation with reasons to the conference session. A two-thirds majority of votes cast by conference delegates shall be required for dismissal.

ARTICLE III. GENERAL CONFERENCE SESSIONS

Section I. Meetings

A. Regular Meetings. Regular sessions of the General Conference shall be held every three years. The time and place of meeting shall be determined by the General Board, with consideration given to any invitation of a regional conference, a congregation or a group of congregations.

B. Special Meetings. A special session of the General Conference may be called by the General Board when it deems this necessary or shall be called whenever requested by the official representatives of at least 20 conference congregations or by two conference commissions.

C. Reports. All elected officers, boards, commissions and major conference agencies shall give a full report of their work and activities at each regular conference session. These reports shall be in writing and shall include the financial data.

Bylaw I. Purpose of Regular Sessions

The purposes of the regular sessions of the General Conference shall include the following:

A. Worship and Fellowship. *To provide the opportunity for congregations through their representatives to assemble for fellowship and worship, and thus by better understanding one another and by deepening their Christian commitment,*

the churches can more effectively fulfill their own and their joint mission in the world.

B. Information. *To provide information through reports, demonstration, dramatization or otherwise about the conference program for those attending the conference so that delegates may be knowledgeable and responsible participants in conference actions and in congregational programs.*

C. Business. *To conduct the business of the conference, as electing conference officers and members of agencies, deciding major issues and making joint pronouncements.*

D. Planning. *To consider the several aspects of the conference program and through discussion and deliberation determine the essential direction of the conference effort and set the broad policies of program development.*

Bylaw II. U.S. Assembly

To provide the opportunity for congregations of the United States through their representatives to discuss and take action on issues of national concern, a U.S. Assembly shall be held in conjunction with the regular sessions of the General Conference, or upon the call of the U.S. Council. Action taken by the Assembly shall be ratified by the General Conference.

Section II. Delegates and Votes

A. Delegate Votes. Each member congregation shall be entitled to send delegates to conference sessions and shall be given one vote for every 30 of its members or fraction thereof.

B. Proxies. A congregation which for any reason cannot send delegates from its own members may designate a person or persons from another conference congregation to represent them by proxy.

C. Limitation of Votes and Proxies. No one person may cast more than five proxy votes nor more than a combined total of 12 delegate and proxy votes.

D. Certification. The office of the general secretary shall receive and record the credentials of delegates. These credentials must be presented in writing and shall be in the hands

of the secretary ten days before the conference convenes. Questions in regard to certification of delegates and assignment of proxy votes shall be referred to a credentials committee.

E. Quorum. The quorum for conducting official business of the conference shall be 50 percent of the total possible number of votes. A majority of votes cast shall determine any matters submitted except when a larger percentage is required by this constitution and bylaws.

F. Floor Privileges. The member of any conference congregation shall be entitled to participate in conference deliberations but not to vote unless a delegate or authorized proxy. Floor privileges may also be extended to others upon recommendation of the appropriate committee and a majority vote of the conference.

Section III. Elections

A. Nominations and Elections. Elections shall be held at each regular conference session to provide conference officers and members of conference boards, commissions and other agencies. Two nominees for each office to be filled shall be presented by the Nominating Committee, with further nominations permitted by the delegate body according to procedures set forth in the bylaws. Elections shall be by ballot and shall be determined by majority of all votes cast. At the discretion of the Nominating Committee, only one nomination for an officer of the conference need be made where the nominee is the incumbent.

B. Qualifications. A member of any conference congregation is eligible for election as a conference officer or member of a conference commission, board or agency. No person shall serve in more than one such elected office at one time. Members of the central office staff are not eligible for election or appointment to conference offices, the General Board, the divisions or the commissions. Members of the seminary administration are not eligible for election to the General Board. Questions regarding eligibility shall be referred to the General Board for resolution. Elections which cause a conflict of interest shall be avoided.

C. Officers. The officers of the conference shall consist of a moderator, an assistant moderator and a secretary.

D. Boards and Agencies. At each regular session the conference shall elect members to the General Board, the several program commissions, the Mennonite Biblical Seminary Board of Trustees, the Division of Administration and such other agencies as the conference or the General Board may designate.

E. Terms of Office. Officers of the conference shall be elected for three-year terms. Their terms shall be limited to two consecutive terms. Members of boards, commissions and divisions are elected for terms of six years. These members may serve only two consecutive terms in one position unless those terms total less than nine years.

Bylaw I. Nomination Procedure

Nominations by delegates in addition to the slate presented by the Nominating Committee shall be submitted in writing to the conference secretary at least 24 hours prior to the election with appropriate biographical information and signatures of both the nominee and the nominator.

Bylaw II. Runoff Elections

In the event that runoff elections become necessary, such elections shall be between the two persons receiving the most votes.

Bylaw III. Duties of Officers

The officers of the General Conference shall have the following general duties:

A. The moderator shall preside at all sessions of the conference, the General Board and other conferencewide meetings. In behalf of conference interests, its unity, its spiritual welfare and its program of service, he or she shall visit as many regional conferences and congregations as time allows. Where possible and advisable, the moderator shall officially represent the conference at nonconference or interchurch meetings.

B. The assistant moderator, at the request of, or in the absence, inability, resignation or death of the moderator, shall exercise all the rights and duties of the moderator.

C. The secretary shall record the minutes of all sessions of the conference, the General Board and other conferencewide meetings. He or she shall have the safekeeping of all minutes, records and papers belonging to the conference, except such as are specifically assigned to others, and carry on the necessary official correspondence.

Section IV. Committees

A. Standing Committees. A Nominating Committee, Program Committee and other standing committees as the conference or the General Board may create, shall be appointed by procedures adopted by the General Board and defined in the bylaws.

B. Other Committees and Appointments. Other temporary committees or officers necessary to the management of conference sessions, as tellers, credentials and floor privileges committees, parliamentarians and assistant secretaries, shall be appointed by the moderator.

Bylaw I. Standing Committees

A. Nominating Committee. *The Nominating Committee shall consist of eight members, one from each of the five United States district conferences, two from the Conference of Mennonites in Canada and the immediate past moderator. The General Board shall appoint the members of this committee from a list of men and women recommended by each of the various regional conferences. In case a regional conference fails to nominate representatives, the General Board is authorized to appoint to this committee a person to represent the regional conference. The chairperson shall be designated by the General Board. A new committee shall be appointed for each conference session.*

The general secretary of the General Conference shall be responsible for securing the names of these regional representatives in ample time so they can be officially appointed and their names published in the conference papers at least three months prior to the convening of conference.

It shall be the duty of the Nominating Committee to nominate two persons for each office to be filled, except for the con-

ference officers when an incumbent is a nominee. Nominations from delegates at the conference sessions shall be permitted.

B. Program Committee. *The Program Committee shall consist of six members, three elected by the conference and three appointed by the General Board from nominations presented by its Executive Committee. The elected members serve six-year terms (so arranged that three are elected or appointed each triennium). The assistant moderator and a person from the local hosting committees are to serve on the committee. The committee shall elect its own chairperson and secretary. This committee shall work closely with the General Board, the commissions and the auxiliary organizations. The duties of the committee shall be:*

- 1. To arrange the order of business of each conference session.*

- 2. To prepare and publish the program of each regular and special conference session. The program for each regular conference shall be published not less than three months in advance of such session.*

- 3. To schedule all additional matters arising during the sessions which need to be brought before the conference.*

ARTICLE IV. THE GENERAL BOARD

Section I. Responsibility

A. Legal. The General Board shall have full legal responsibility and authority as chartered by the state of Kansas. However, the board by resolution may delegate the whole or part of this legal responsibility to a board of trustees.

B. Duties. The principal duties of the General Board shall include but not be limited to the following:

1. Represent the conference between regular sessions and coordinate the several programs and ministries of the conference.

2. Review the major programs and plans presented by the commissions and the seminary and determine priorities.

3. Adopt the annual conference budget subject to review by the Council of Boards and Commissions.

4. Appoint the major conference staff members, designate members to the standing committees and fill vacancies that occur in boards, commissions or other agencies.

5. Provide leadership and indicate the general direction of conference activities and programs.

C. Relation to the General Conference. The General Board shall be responsible to the conference and its member congregations in carrying out its responsibilities as outlined above. The board shall be aware of and sensitive to the needs, desires and resources of the conference in fulfilling its role.

Bylaw I. Definition of Function

A. Program and Policy. *The board shall have primary responsibility to provide an overall, long-range view of the conference program and to determine the major policies along which such program shall develop. It shall receive and study the plans and programs of the several program commissions and the seminary, and approve annual and long-range programs. It shall have the responsibility to determine priorities in program.*

B. Budget. *The board is responsible to adopt, control and promote the annual budget. The several budgets of commissions, the seminary, the divisions of the board are received and considered in consultation with each respective group before adoption.*

C. Appointments. *The board shall appoint the following:*

- 1. The general secretary.*
- 2. The executive secretaries of the commissions, upon recommendation of the general secretary and the respective commission.*
- 3. The business manager and any executive officers of the divisions, each upon recommendation of the general secretary and the respective division.*
- 4. From among its members at large, one to the Division of Administration as full member.*
- 5. The conference Board of Trustees from among the members of the Division of Administration and upon recommendation of that division.*

6. *Seven members to the Nominating Committee from a list of men and women recommended by each of the regional conferences.*

7. *Three members to the Program Committee.*

8. *A Committee on the Ministry, appointed by the General Board, shall consist of up to ten members representing geographical and other interests.*

9. *Other staff as provided in Article VII, Section I, D.*

D. Coordination. *The board is responsible to coordinate and work out relationships with other church groups when this is considered desirable, including relationships with the Mennonite Central Committee and other inter-Mennonite groups.*

Section II. Composition and Organization

A. Membership. The General Board shall consist of not fewer than 15 nor more than 20 members, the exact number to be designated in the bylaws, but always including the conference officers, one representative from each program commission and members at large elected by the conference. The general secretary shall serve as a nonvoting ex officio member. The number at the time of the adoption of this constitution shall be 15.

B. Officers. The officers of the conference shall also serve as officers of the General Board and shall have the duties as outlined above. In addition, the board shall elect a conference treasurer upon recommendation of the general secretary and the Division of Administration. The treasurer shall be elected for an initial term of three years which may be extended three more years and be indefinite thereafter. The conference treasurer shall be one and the same person as the business manager, and his or her duties shall be coextensive with the duties of the business manager as hereinafter specified in this constitution and in the bylaws.

C. Election and Terms of Office. The officers (except the treasurer) shall be elected by the conference, for terms of three years, with a maximum of two consecutive terms for each office. The commission representatives shall be appointed or elected by their respective commissions, with no restric-

tion as to the term of service on the board. The members at large shall be elected by the conference for six-year terms, the elections so arranged that approximately the same number are elected each triennium; a member may serve only two consecutive terms unless those terms total less than nine years.

D. Vacancies. Vacancies caused by resignation, death, increase in number or otherwise may be filled by the other or remaining board members. The members so chosen shall hold office until their successors are duly elected at the next regular conference sessions or, in the case of commission representatives, the next commission meeting.

Bylaw I. Composition of the General Board

The General Board shall be composed of up to 20 members: the three conference officers elected by the General Conference; one representative elected by each of the commissions, one elected by the Division of Administration; one representative elected by the Board of Trustees of the Mennonite Biblical Seminary from their own number; and four members at large elected by the conference; and two or more members appointed by the General Board to assure reasonable district and other representation. These appointments shall be for three-year terms.

The general secretary shall serve as nonvoting ex officio member of the General Board. The executives of each program commission and the Division of Administration and the president of the conference seminary shall serve as resource persons for board discussions and actions, with full floor privileges.

Section III. Meetings

A. Regular Meetings. Regular meetings of the General Board shall be held at least twice every year.

B. Special Meetings. Special meetings of the General Board may be called by the officers of the conference or by any five members of the board.

C. Quorum. A quorum for the transaction of business at any regular or special meeting of the board shall consist of a majority of the total number of board members.

Section IV. Committees and Divisions

The General Board may appoint such committees and divisions as are necessary to fulfill its responsibilities, but at the time of the adoption of this Constitution shall include the Executive Committee, the Division of Administration and the Division of Communication. (Division of Communication deleted in 1974.)

Bylaw I. Executive Committee

A. Composition. *The Executive Committee of the General Board shall be composed of the officers of the board, three or four of the members at large to be appointed by the General Board, and the general secretary.*

B. Duties and Authority. *The duties of the Executive Committee shall include but not be limited to the following:*

- 1. To represent the General Board between meetings.*
 - 2. To call special meetings of the board when pressing needs make such meetings advisable.*
 - 3. To deal with urgent matters requiring immediate decision.*
 - 4. To serve as a nominating committee for board appointments to the standing committees and the divisions, etc.*
- Major decisions, as appointing the general secretary and the commission executive secretaries, determining conference programs and budgets and amending the bylaws, shall be acted upon only when the entire board is in session.*

Bylaw II. The Division of Administration

A. Responsibility. *The Division of Administration shall be responsible for the business administration of the General Conference, including its properties, funds and investments; central office management; and compilation and promotion of the budget. As a division of the General Board, the Division of Administration is responsible to that board in carrying out these responsibilities, and the business manager, who*

serves as executive officer of the division, works closely with the general secretary as a member of that staff.

B. Membership and Terms. The division shall consist of nine members. Six shall be elected to the division by the General Conference for terms of six years, three at each regular conference session; members shall be limited to two consecutive terms. Three shall be appointed at the beginning of each triennium by the General Board, one from among its members at large, no member serving more than 12 consecutive years. The business manager of the conference is a non-voting ex officio member of the division.

C. Officers. After each regular conference session, the division shall elect a chairperson, a vice-chairperson, a recording secretary and a financial secretary. These officers together with the business manager shall constitute an executive committee which shall have such powers as the division may delegate.

D. Board of Trustees. The General Board shall by resolution create "The Board of Trustees of the General Conference Mennonite Church."

1. Three members of the Division of Administration shall be appointed by the General Board upon recommendation of the division to serve as the total membership of the Board of Trustees.

2. The trustees, as the legal representatives of the conference, shall have the authority and power, in the name of and for the conference, to receive bequests and donations of real and personal property, to administer the property and proceeds therefrom according to the direction of the donors and/or the resolutions of the conference or as hereinafter provided, and to dispose of or transfer such property according to their best judgment for which purpose they may execute or authorize any other person to execute any such instruments in their behalf or any and all legal documents required in the transfer or assignment of property, and to attach the corporate seal to same, and to perform any other duties hereinafter provided or delegated by the General Board.

3. The trustees shall give a full report of their operations to the Division of Administration annually, and through it to the General Board and General Conference.

E. Functions

1. *The Division of Administration shall assist the General Board in reviewing the annual proposed budgets of the several conference commissions, agencies and divisions and if requested consult with such groups in preparing a comprehensive annual budget. The General Board, however, shall determine priorities and adopt the final budget, subject to review by the Council of Boards and Commissions.*

2. *The division shall be responsible for promoting the budget in the conference through literature, stewardship education and such other means as it may be necessary.*

3. *The division shall be responsible for an annual audit for all financial records, including those of individual commissions and other agencies, whether incorporated or not.*

4. *The division shall supervise the conference pension and aid systems and shall inform churches and eligible workers about its provisions.*

F. Church Extension Services, Incorporated. *Church Extension Services, Inc., a separately incorporated agency of the conference and authorized thereby, shall report to the conference and its General Board through the business manager and the Division of Administration. The articles of incorporation and bylaws of the corporation shall be appended by these bylaws.*

Bylaw III. U.S. Council

A council, composed of the presidents of the U.S. districts, the U.S. members of the General Board Executive Committee and the members of CHM U.S. elected by the U.S. Assembly, shall meet at the annual Council of Commissions to discuss issues of national concern, make recommendations to commissions and committees and plan for meetings of the U.S. Assembly. The council shall appoint its own officers.

Bylaw IV. Committee on the Ministry

A Committee on the Ministry shall work with the concerns of ministry, including the process of facilitating the calling system between pastors and congregations and may be assigned specific tasks by the General Board as deemed appropriate.

ARTICLE V. CONFERENCE AGENCIES

Section I. Program Commissions

Program commissions (formerly called boards) shall be elected by the conference to be responsible and provide programs for specifically defined areas to serve as channels through which the congregations unitedly can minister in areas of service. The name and number of the commissions shall be determined by the General Conference upon recommendation by the General Board. At the time of the adoption of this constitution there shall be three commissions: Education, Home Ministries and Overseas Mission.

Bylaw I. The Commissions

A. The Commission on Education. *This commission shall be responsible for programs of Christian education and for the preparation and publication of curriculum, periodicals and literature for the church, home and wider community and for facilitating effective relationships with educational institutions related to General Conference.*

B. The Commission on Home Ministries. *This commission shall be responsible for various services and ministries (except education and publication) on the North American continent, both to the conference churches and the wider community, including such areas as evangelism, the rural and urban church, peace and social concerns, voluntary and alternative services, and health and welfare. U.S. members of the commission and the two members elected by the U.S. Assembly shall act as a CHM U.S. to give oversight and direction to issues and activities identified by CHM as primarily of U.S. concern. The staff will serve both CHM and CHM U.S.*

C. The Commission on Overseas Mission. *This commission shall be responsible for various services and ministries abroad (including Latin American countries in North America), including missions, evangelism, education, health and welfare, technical aid and service opportunities.*

Bylaw II. Organization

A. Membership. Each program commission initially shall consist of 13 members, one from each of the five United States district conferences and two from the Conference of Mennonites in Canada; and four elected by the General Conference, one appointed by Women in Mission and one or two appointed by the General Board on recommendation of a specific commission.

B. Election and Terms of Office. The district and Canadian conferences shall elect or appoint commission members by whatever manner they choose, each for a term of six years. The terms of the regional conference representatives shall be so arranged that at least three are elected each triennium to each commission. Commission members elected by a regional conference who move to another region shall serve through the triennium before being replaced. The General Conference members shall be elected by the conference for terms of six years, two being elected each triennium. Commission members appointed by the General Board shall serve three-year terms. A commission member may serve only two consecutive terms on the same commission, unless those terms total less than nine years.

C. Officers. Each commission shall organize itself to include such officers as it deems necessary, but normally a chairperson, vice-chairperson and secretary. Their duties shall be those normally delineated for such offices.

D. Ex Officio Members. The executive secretary of the commission shall be an ex officio nonvoting member of the commission. The privilege of discussion may be granted by the commission to other persons, as employed staff members and representatives of regional conferences.

E. Committees. Each commission shall create such committees, departments or agencies as it believes necessary to carry out its mandate from the conference. Qualified personnel outside the commission may be asked to serve on such groups, but insofar as possible direct ties shall be maintained through representation by members of the commission.

Bylaw III. Function and Responsibility

The principal functions of each commission shall include but not be limited to the following:

A. Planning. *Each commission shall make annual and long-range plans for fulfilling its responsibility in the area defined by the conference. Such plans shall be submitted annually to the General Board for consideration and approval in the context of the total conference mission.*

B. Budget. *Each commission shall submit an annual budget to the General Board for consideration and approval in the context of the total conference missions.*

C. Staff Members. *The General Board will appoint, on recommendation of the general secretary and the commission, an executive secretary for each commission. Other staff members working under a commission are appointed by the commission, upon recommendation of its executive secretary and in consultation with the general secretary.*

D. Administration. *Each commission shall be responsible to administer the program as planned and annually approved. The executive secretary is the chief executive responsible to the commission for administering the program.*

E. Reporting. *Each commission through its executive secretary shall be responsible to make annual reports of its work to the General Board, to make triennial reports to the General Conference, and from time to time, working in cooperation with the communications office, to inform the churches by personal contact and by articles in the church papers of the plans and work it is carrying out.*

Section II. The Seminary

A. Seminary Board of Trustees. *The conference shall elect nine members, approximately the same number at each regular session, to serve for terms of six years on the Board of Trustees of the Mennonite Biblical Seminary. To root this institution more directly in the church, the Board of Trustees shall invite the seminary alumni and the colleges to appoint representatives to meet with the board in an advisory capacity without vote. This board shall carry conference responsibility for the administration of this school.*

B. Relation to the Program Commissions. The seminary shall work in harmony and cooperation with the commission that is responsible for higher education and it shall report to the General Conference with that commission. The seminary and its role in the total conference program of higher education shall be the interest and concern of the commission responsible for higher education. The commission, however, shall not directly administer or set policy for the seminary.

C. Relation to the General Board and General Conference. The seminary shall submit annual and long-range plans and an annual budget to the General Board for consideration and approval in the context of the total conference mission. The General Conference shall have financial responsibility to support the seminary in meeting its annual budget.

Bylaw I. Board of Trustees

An additional voting member shall be appointed to the Board of Trustees of the Mennonite Biblical Seminary by Women in Mission.

Section III. Subsidiary Agencies, Corporations and Auxiliaries

A. Agencies and Corporations. The conference General Board shall have the authority to form separate agencies or corporations, not for profit, to assist any board or commission in its functions or operations whenever in its opinion the best interests of the conference will be served by the formation of such an agency or corporation.

B. Auxiliaries. The General Board shall be responsible to recognize conference auxiliaries and to relate such auxiliaries to existing boards or commissions.

ARTICLE VI. COUNCIL OF BOARDS AND COMMISSIONS

An annual council of boards, commissions and other agen-

cies shall be held at a time and place designated by the General Board.

Bylaw I. The Annual Council

A. Participants. *All conference officers, the General Board and its divisions, the program commissions and the seminary Board of Trustees shall be included as regular participants in the council. Representatives of other groups, as district conference officers or committees, are welcome to attend and may from time to time be specifically invited.*

B. Officers. *The officers of the conference shall also serve as officers of the council, with the moderator presiding at all sessions and the secretary keeping all minutes.*

Bylaw II. Purpose

A. Joint Sessions. *Adequate time shall be set aside for joint sessions of the participants to facilitate understanding among the groups, to review the work of the conference as a total effort, to consider areas of common concern, and to discuss financial goals and resources. The General Board, with direction from the general secretary and the Executive Committee, shall be responsible for the agenda. Although the Annual Council will discuss programs and budgets, it shall be advisory rather than legislative to the work of the conference.*

B. Separate Meetings. *The Annual Council also shall provide the occasion for separate annual meetings of the General Board, the program commissions and other groups that can appropriately be scheduled.*

ARTICLE VII. ADMINISTRATION

Section I. Staff Members

A. A Conference General Secretary. The general secretary shall be appointed by the General Board and shall be responsible to it. The qualifications for appointment, the term of service and the duties of the general secretary shall be determined by the board and described in the bylaws of this constitution.

B. Executive Secretaries. An executive officer for each

program commission, called the executive secretary, shall be appointed by the General Board upon recommendation of the general secretary and the commission. The executive secretary shall serve as administrator for the program commission and as such is responsible to the commission, but as the program commission is responsible to the General Board so he or she also is responsible to the general secretary and is a member of that staff. The qualifications for the position of executive secretary, the term of service, and the duties of the office shall be determined by the General Board with the assistance of each respective commission and described in the bylaws of this constitution.

C. A Conference Business Manager. A chief business officer of the conference, called the business manager, shall be appointed by the General Board upon recommendation of the general secretary and the Division of Administration. He or she shall serve as executive officer for the division and as such is responsible to it, but as the division is responsible to the General Board so he or she is responsible to the general secretary and is a member of that staff. The qualifications for the position of business manager, the term of service and the duties of office shall be determined by the General Board with the aid of the Division of Administration and described in the bylaws of this constitution. He or she shall be one and the same person as the conference treasurer.

D. Other Staff Members. Other staff members may be appointed as needs arise by a commission, board or other agency. In each instance the employing agency is responsible to make the appointment, upon recommendation of its executive officer and in consultation with the general secretary. Where appropriate, as in the employment of office and custodial personnel, the business manager shall be consulted. The responsibilities and line relationships of staff members shall be defined by each commission or agency under the direction of its executive officer.

Bylaw I. The General Secretary

A. Term. *The general secretary shall be appointed for a three-year term. Reappointments are also for three-year*

terms. Termination requires advance notice of at least four months by either the general secretary or the General Board.

B. Qualifications. The person appointed general secretary shall have these qualifications:

1. Administrative skills to organize and complete the various tasks of the office.
2. The ability to work well with others in and out of the central office.
3. Sufficient stature to command the support and confidence of the church.
4. Sound academic background as an intellectual leader, preferably to include theological and graduate work.
5. Initiative and creativity to lead into new areas of service.

C. Duties. The job description for the position of general secretary shall be prepared by the General Board, but in general the duties shall include:

1. At conference sessions, to guide the proceedings; arrange for details; serve as liaison among committees, boards and commissions, and officers.
2. With the General Board, to serve as nonvoting, ex officio member and as executive officer of the conference; work with the president in arranging the agenda and other details of meetings; serve as liaison between the board and the commissions, divisions and other agencies.
3. With commissions and divisions, to serve as nonvoting, ex officio member of all groups and thus be in a position to be both informed and influential; coordinate the work of agencies, personally and through such groups as the General Board, Council of Boards and Commissions and Staff Council.
4. At the central office, to serve as chief administrator of the offices, working with the division officers and commission executive secretaries.
5. With congregations and regional conferences, to serve as liaison for conference programs, concerns and challenges.
6. With the church at large, together with the moderator to represent the conference in various relationships, both Mennonite and non-Mennonite.

Bylaw II. Commission Executive Secretaries

A. Term. Each executive secretary shall be appointed for

a three-year term. Reappointments are also for three-year terms. Termination requires advance notice of at least four months by either the executive secretary or the General Board, the latter upon recommendation of the general secretary and the commission.

B. Qualifications. *The person appointed executive secretary of a commission shall have these qualifications:*

- 1. Administrative skills to organize and complete the various tasks of the office.*
- 2. The ability to work well with others in and out of the central office.*
- 3. Knowledge and experience in the program area of that commission.*
- 4. Sufficient stature to command the support and confidence of others in that field.*
- 5. Interest in and concern for the total mission of the church.*

C. Duties. *The job description for the position of executive secretary shall be prepared by each commission, but in general duties shall include:*

- 1. With the commissions, to serve as the executive officer; prepare, with the chairperson, the agenda and other details of commission meetings; administer the program of the commission; develop plans, policies and budget for approval of the General Board; arrange for and supervise the staff in that program area.*
- 2. With the general secretary, to work closely as an associate and as a member of the administrative staff.*
- 3. With the General Board, to serve as a resource to the General Board, present through the general secretary or other means determined by the board the annual budget, program and possible appointments for approval.*
- 4. At conference sessions, to arrange for reports, presentations and programs for the commission.*
- 5. With churches and regional conferences, to communicate conference programs, concerns and challenges, in consultation with the Communications Committee and the communications secretary.*

Bylaw III. Business Manager

A. Term. *The term of appointment of the business man-*

ager shall be three years and may be renewed thereafter, and may be terminated with advance notice of at least four months by either the business manager or the General Board, the latter upon recommendation of the general secretary and the Division of Administration.

B. Qualifications. *The person appointed business manager shall have these qualifications:*

1. Administrative skills to organize and complete the various tasks of the office.

2. The ability to work well with others in and out of the central office.

3. Knowledge and experience in the area of business and finance.

4. Interest in and concern for the total mission of the church.

C. Duties. *The job description for the position of business manager shall be prepared by the Division of Administration, but in general duties shall include:*

1. With the division, to serve as executive officer; with the chairperson prepare the agenda and other details of division meetings; administer the areas assigned to the division; arrange for and supervise the staff in that area; have custody of all money and securities of the conference; keep regular books of accounts and submit them to the General Board and to a certified public accountant for examination and audit at least annually and at any other time upon request; give surety bond as may be requested by the General Board from time to time.

2. With the general secretary, to work closely as an associate and as a member of the administrative staff, responsible for office management, bookkeeping and accounting, budget development and control, custody of funds, audits and legal matters.

3. With the General Board, to serve as a resource to the General Board.

4. At conference sessions, to prepare financial and other reports for the division for presentation.

5. With the churches and regional conferences, to provide, through the available media, financial and related information about the conference.

Bylaw IV. Staff Council

A staff council composed of the general secretary, who shall serve as its chairperson, the business manager, division secretaries, if any, and the executive secretaries of the program commissions shall be created to help coordinate and otherwise promote the conference programs for which these staff members bear responsibility. The general secretary may convene larger councils, including other staff members, as may be advisable.

Section II. Offices

A. Central Offices. General Conference offices may be established at sites other than the central office by approval of the General Board. The general secretary working with his or her staff, primarily the business manager, shall be administratively responsible for the central office.

B. Treasury. The General Conference shall maintain a central treasury at the central office to receive and disburse funds. The treasury shall be the responsibility of the General Board through its Division of Administration and shall be administered by the business manager according to policies determined by the board.

C. Other Offices. General Conference offices for specific purposes shall be created as needs arise at the central office or elsewhere by approval of the General Board. Such offices and their relationship to established commissions or boards, as well as staff lines of responsibility, shall be carefully defined under the direction of the General Board.

Bylaw I. The Annual Budget

A. Preparation. *Each of the commissions, the seminary, and the General Board and its divisions shall prepare suggested budgets which shall be presented to the General Board at the time of annual Council of Boards and Commissions.*

B. Adoption. *The General Board, assisted by the Division of Administration shall review all budgets, counsel as necessary and adopt the annual conference budget, subject to review by the Council of Boards and Commissions.*

C. Control. *The operating fund indebtedness of a commission or other conference agency shall not exceed 10 percent of the annual budget. The treasurer shall not release funds from the central treasury in excess of the 10 percent limitation unless authorized by the General Board.*

Bylaw II. Financial Support

A. Contributions. *A receipt shall be issued by the treasurer for all contributions from individual donors and churches. Gifts of common stock, agricultural products, etc., shall generally be converted to cash upon receipt or as soon thereafter as feasible. The treasurer shall be empowered to make such disposition.*

B. Loans. *All indebtedness of any kind whatsoever shall have the approval of the Board of Trustees who shall also negotiate the necessary legal documents in connection with such indebtedness.*

C. Wills and Estates. *It shall be the treasurer's duty to keep informed with respect to the probation of wills whenever the conference or any of its agencies is to be a recipient. The Board of Trustees or any one or more of its members so designated shall be empowered to sign whatever legal documents may be required in the closing of estates. Said board shall also promote the writing of wills and give counsel whenever called upon with respect to estate planning.*

D. Annuities. *Gift annuities contracts shall be issued by the Board of Trustees with the rate to be paid to donors being based upon the Uniform Gift Annuity Rates as adopted by the conference on gift annuities.*

Bylaw III. Fund Raising

A. United Approach. *Every effort shall be made to promote the conference budget as a whole and on a cooperative basis. Each of the several commissions, divisions, seminary and other agencies shall promote its program in such a way as not to adversely affect any of the others.*

B. Solicitation. *Solicitation by individual agencies with respect to proposed mailings and/or other major effort designed to solicit funds in support of that agency shall be coordinated by the general secretary.*

Bylaw IV. Finance Policies and Procedures

A. The fiscal year of the corporation shall begin on the first day of February in each year.

B. Undesignated Contributions. Contributions not designated are to be distributed to the commission(s) and /or seminary furthest percentage-wise from meeting their budget.

C. Salaries. Salaries paid to central office employees shall be in line with local pay scales, the conference institutions and cost of living indexes.

D. Investments and Property. Trust funds, reserve funds, and other money to be invested should be invested in bank, savings and loan organizations, or in United States government securities, and should not be invested in speculative securities. The trust funds and other properties shall be managed by the Board of Trustees through the business manager of the conference.

ARTICLE VIII. AMENDMENTS

This Constitution may be amended by the General Board at any regular or special meeting by a two- thirds majority of the members, provided written notice of the proposed amendment has been published in the official conference papers, and sent to each member of the board at least one month prior to said meeting. Such amendment shall be ratified at the next session of the General Conference by a two-thirds majority before becoming effective, provided written notice of the amendment has been sent to the member congregations at least one month prior to said conference session.

These bylaws may be amended by the General Board at any regular or special meeting by a two- thirds majority of the members, provided written notice of the proposed amendment has been sent to each member of the General Board, members of the divisions, the program commissions, the seminary Board of Trustees and presidents of regional conferences at least one month prior to said meeting and provided the proposed amendments have had prior review by the Council of Boards and Commissions.

CHARTER OF GENERAL CONFERENCE MENNONITE CHURCH

ARTICLE FIRST

The name of this corporation is General Conference Mennonite Church.

ARTICLE SECOND

This corporation is organized not for profit.

ARTICLE THIRD

This corporation shall not have authority to issue capital stock.

ARTICLE FOURTH

The duration of this corporation's existence shall be one hundred (100) years.

ARTICLE FIFTH

The objects and purposes to be transacted, promoted, and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as a natural person might or could do, viz:

A. The support of religious worship by the promotion and maintenance of home and foreign missions, religious schools,

seminaries and other church institutions, also the publishing of church and Sunday school literature.

B. To solicit, receive and accumulate funds for the support and maintenance of the above-named institutions, and for other benevolent purposes, by accepting donations, contributions, legacies, devises and bequests.

C. To disburse funds received for such purposes through committees or trustees duly elected or appointed by the General Conference Mennonite Church.

D. To finance, promote and participate in programs designed to provide aid and care for orphans, neglected or underprivileged children and persons of any age who are in need of assistance.

E. To purchase or otherwise acquire, take, own, hold, lease, convey, mortgage or otherwise lien, pledge, lease, sell, exchange, transfer or in any manner dispose of, and to invest, deal or trade in real or personal property of any and every kind and description, within or without the state of Kansas.

F. To enter into, make, and perform contracts of every kind for any lawful purposes, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

G. To borrow money and to mortgage or encumber all or any part of the property of the corporation as security therefore, and to draw, make, accept, endorse, discount, execute and issue promissory notes, bonds, drafts, bills of exchange, debentures and other negotiable or transferable instruments.

H. To have one or more offices and to conduct any and all of its operations necessary to promote its objects and purposes, within or without the state of Kansas, without restriction as to place or amount.

I. To do any and all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

J. To exercise such other and further powers as may be necessary or incidental to the carrying on of the work of this corporation in the full enjoyment of its corporate rights.

K. The objects specified herein shall, except where expressly otherwise provided, be in no way limited or restricted by reference or inference to or from the terms of any other clause or paragraph of these Articles of Incorporation.

L. The foregoing shall be considered as objects, purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the state of Kansas.

ARTICLE SIXTH

The conditions of membership and the voting power of members shall be fixed by the bylaws, whether denominated constitution or bylaws or both.

The constitution or bylaws (constituting the bylaws of this corporation) existing at the time of this amended charter, shall continue in full force and effect until amended, added to, changed or altered in the manner as provided for therein.

ARTICLE SEVENTH

The governing body of this corporation having authority to conduct and manage the property and temporal affairs of this corporation shall consist of a board of directors, trustees or governors, such board and its members to have such title or titles as may be stated in the bylaws. The members of such governing body elected by the members of the corporation, which shall in no event be less than three in number, shall be the trustees in whom title to all property of the corporation shall vest in accordance with the Kansas Constitution. Such board shall not usurp or exercise the function of any officers in charge of the spiritual affairs of the corporation. The number of such board members shall be not less than three (3) and not more than thirty (30), as varied and determined from time to time by the bylaws. Such board shall be selected in such manner and for such terms as may be provided from time to time by such bylaws, and may be divided into one or more classes, the terms of office of which may be arranged in such manner as the bylaws may, from time to time, provide. The bylaws may provide for alternate members of such governing body who, in the absence of the members for whom they are alternates, shall exercise all of the powers of such members.

The Board of Trustees holding office at the time of the effective date of this amended articles of incorporation shall continue to hold office as the governing body until their successors are elected and qualified.

The governing body shall have the power to adopt, alter and repeal ordinances, rules and regulations as it may consider necessary or expedient for the wise ordering and conducting of the affairs and government of the corporation, not inconsistent with the bylaws, including the creation by resolution, from time to time, of an executive committee and other committees or a board of trustees to exercise the powers of the governing body in the management of the business affairs and property of the corporation to the fullest extent provided in such resolution or resolutions. Any such committee or board shall have such name or names as may be stated in the bylaws or as may be determined from time to time by action of such governing board not inconsistent with the bylaws.

ARTICLE EIGHTH

The private property of the members, trustees and officers of this corporation shall not to any extent be subject to the payment of corporate debts.

ARTICLE NINTH

The location of the corporation's registered office in the state of Kansas is 722 Main Street, Newton, Kansas 67114.

ARTICLE TENTH

The name and address of the corporation's resident agent in the state of Kansas is William L. Friesen, 722 Main Street, Newton, Kansas 67114.

ARTICLE ELEVENTH

In the event of the dissolution of this corporation, all of the property and assets thereof shall become the property of the members at the time of such dissolution, such property to be indivisible and to be held in trust by such members solely for the purposes of this corporation as herein set forth.

ARTICLE TWELFTH

The estimated value of the goods, chattels, lands, rights and credits owned by this corporation is in excess of \$10,000.

BE IT FURTHER RESOLVED, that in the event that two-thirds of the whole number of the Board of Trustees (being the present governing body of The General Conference Mennonite Church) shall, after the passage of this resolution, assent in writing to such amendment, addition, change and alteration (as hereinabove set forth), the proper officers of the corporation be and they hereby are authorized and directed to cause a certificate thereof to be signed and acknowledged by the president and the secretary under the corporate seal of the corporation to be filed in the office of the Secretary of State of the state of Kansas and to cause a copy duly certified by the Secretary of State to be recorded in the office of the Register of Deeds of the county in which the original Articles of Incorporation are recorded.

ARTICLES OF INCORPORATION OF CHURCH EXTENSION SERVICES, INC.

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the state of Kansas.

FIRST

The name of the corporation is: CHURCH EXTENSION SERVICES, INC.

SECOND

The location of its principal place of business in this state is: 722 Main Street, Newton, Harvey County, Kansas.

THIRD

The location of its registered office in this state is: 722 Main Street, Newton, Harvey County, Kansas.

FOURTH

The name and address of its resident agent in this state is: William L. Friesen, 722 Main Street, Newton, Harvey County, Kansas.

FIFTH

This corporation is organized NOT for profit and the purposes for which it is formed are:

To receive and maintain a fund or funds of real or personal property, or both, and to apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and the Regulations thereunder, and subject to such limitations to make noncommercial loans exclusively for religious purposes and for religious education by assisting in erecting, equipping, purchasing, furnishing and maintaining churches and houses of worship and buildings for religious education in connection with the General Conference Mennonite Church under circumstances where such a loan would not otherwise be available from any commercial source.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation or any private individual except that reasonable compensation may be paid for services rendered to or for the corporation in accomplishing one or more of its purposes, and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and

purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of these articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

SIXTH

The corporation shall have no capital stock nor shall it have authority to issue capital stock. The incorporators, directors, trustees and members of the corporation shall NOT be liable for the debts of the corporation.

SEVENTH

The Board of Directors, who shall also be the trustees, shall have the authority to manage the fiscal affairs of the corporation and select the officers thereof. The incorporators shall serve as the original directors until directors may be selected in accordance with bylaws adopted.

EIGHTH

The amount of capital with which this corporation will commence business is ONE THOUSAND DOLLARS (\$1,000.00).

NINTH

The names and places of residence of each of the incorporators are as follows:

Clinton Kaufman, 712 S. Green, Wichita, Kansas
C. H. Goering, Moundridge, Kansas
August Epp, 116 Allison, Newton, Kansas
Ted E. Claassen, 400 E. Third, Newton, Kansas
A. J. Richert, 722 Main, Newton, Kansas
Walter Unrau, Box 174, North Newton, Kansas
John Thiessen, 722 Main, Newton, Kansas

TENTH

The term for which this corporation is to exist is ONE HUNDRED (100) YEARS.

ELEVENTH

The conditions of membership shall be fixed by the bylaws; provide, however, that the membership of the corporation shall be not less than ten, and the following persons shall constitute the first members:

Clinton Kaufman
Carl M. Lehman
C. H. Goering
A. H. Lohrentz
August Epp
C. J. Dyck
Betty van der Smissen
Ted E. Claassen
Earl I. Eymann

Walter A. Yoder
C. C. Neufeld
Isaac Tieszen
A. J. Richert
Andrew R. Shelly
P. A. Wedel
Albert Gaeddert
Menno Schrag

TWELFTH

1. This corporation shall be managed by its Board of Directors and Trustees which shall consist of persons designated by official boards, committees, commissions, divisions or bodies of the General Conference Mennonite Church or by the assembled delegates of the membership of such church, and selected in accordance with the provision of the bylaws. The Board of Directors and Trustees shall consist of not less than five nor more than twelve persons as provided in the bylaws.

2. The members of the corporation shall consist of and be identical with those persons who are serving on the Division of Administration of the General Conference Mennonite Church or as otherwise provided in the bylaws.

THIRTEENTH

Upon dissolution of the corporation, all assets of said corporation shall be distributed to the General Conference Mennonite Church or other successor organization qualifying as an exempt organization under Section 501(c) (3) of the Internal Revenue Code.

BYLAWS

CHURCH EXTENSION SERVICES, INC.

ARTICLE I

Name and Location

Section 1. The name of this corporation shall be:

CHURCH EXTENSION SERVICES, INC., which is not for profit.

Section 2. The principal and registered office of such corporation is 722 Main Street, Newton, Harvey County, Kansas.

ARTICLE II

Meetings

Section 1. The meetings of the members of this corporation and the Board of Directors and Trustees shall be held at the General Conference Central Offices at 722 Main Street, Newton, Kansas, or at such other place or places as the Board of Directors may designate.

ARTICLE III

Membership

Section 1. This corporation shall not issue any capital stock at any time.

Section 2. The actual membership of this corporation from the date of the passage of these bylaws shall consist of and be identical with the membership of the Division of Administration of the General Conference Mennonite Church, its non-member appointee, if any, and the four directors appointed or selected by the three program commissions of said conference: Commission on Overseas Mission, 1 member; Commission on Home Ministries, 2 members; Commission on Education, 1 member.

ARTICLE IV

Directors

Section 1. The management of all of the corporation's affairs and property shall be vested in the Board of Directors, who shall also be the trustees of said corporation, whose terms of office shall commence when they are duly elected and have qualified, and shall be appointed for three-year terms by the Division of Administration and program commissions of the General Conference Mennonite Church.

Section 2. The Board of Directors, who shall also be the Board of Trustees, shall have full power and authority to

transfer and convey all corporate property, including real estate, and a recitation in any deed or conveyance (or other instrument) by the corporation that the sale has been authorized by a majority of the Board of Directors, shall protect the purchaser of such property.

Section 3. The Board of Directors, as herein specified, may authorize the sale or conveyance of any and all property belonging to the corporation; make purchases, loans, leases; accept gifts, donations or benefits of every kind or character, for and on behalf of the corporation; give and foster aid and assistance in Church Extension Services in accordance with its Charter provisions; and may, by appropriate resolution, confer upon any committees designated by it, any powers, particularly in the execution of routine business, including the Executive Committee hereinafter provided for.

Section 4. The Board of Directors shall, when expedient, select an Executive Committee, consisting of three members who shall also be members of the Board of Directors, and who shall be empowered to carry on routine matters for and on behalf of the corporation in the absence of the Board of Directors; PROVIDED, HOWEVER, that nothing contained herein or elsewhere in these bylaws shall authorize such Executive Committee to convey real estate belonging to the corporation.

ARTICLE V

Vacancies

Section 1. Any vacancy on the Board of Directors shall be filled by members of the particular conference commission or division entitled to make the original selection.

ARTICLE VI

Officers

Section 1. The Board of Directors selected, as hereinabove provided for, shall immediately meet, organize and elect the following officers: chairman of the board, president, vice-president, secretary and treasurer, and such other officers as they deem necessary. The chairman of the board and president may be the same person.

Section 2. The duties of the officers selected, as hereinabove provided, shall be the duties normally incident to such

office and such other duties as may be prescribed by the Board of Directors. The chairman of the board shall preside at all meetings.

ARTICLE VII

Modification of Bylaws

Section 1. The bylaws incident to this corporation may be changed by a two-thirds vote of the Board of Directors, provided that notice of any proposed change in the bylaws shall have been mailed to all directors thirty (30) days in advance of the meeting at which such bylaws are sought to be changed, altered or expanded; PROVIDED, HOWEVER, that when any application or petition signed by five or more members of the corporation requesting a change or modification of the bylaws has been presented to the Board of Directors, it shall be the duty of the directors to give notice as hereinabove provided and thereafter to vote upon the proposed modification of bylaws.

ARTICLE VIII

Special Meetings

Section 1. A special meeting of the Board of Directors may take place at any time upon ten (10) days notice, the time and place of the meeting to be specified in the notice thereof, and may be called by the chairman of the board or the Board of Directors on their motion or by application in writing of four or more members.

ARTICLE IX

Finance

Section 1. The funds of the corporation shall be deposited in such bank or trust company as the directors shall designate, and shall be withdrawn only upon the check or order of one of the officers of the corporation, countersigned by another officer of the corporation or by such other persons as may from time to time be designated by written instrument by the Board of Directors.

ARTICLE X

Corporate Seal

Section 1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and bear the words and figures "CHURCH EXTENSION SERVICES, INC. CORPORATE SEAL—KANSAS" or words and figures of similar import.

ARTICLE XI

Fiscal Year

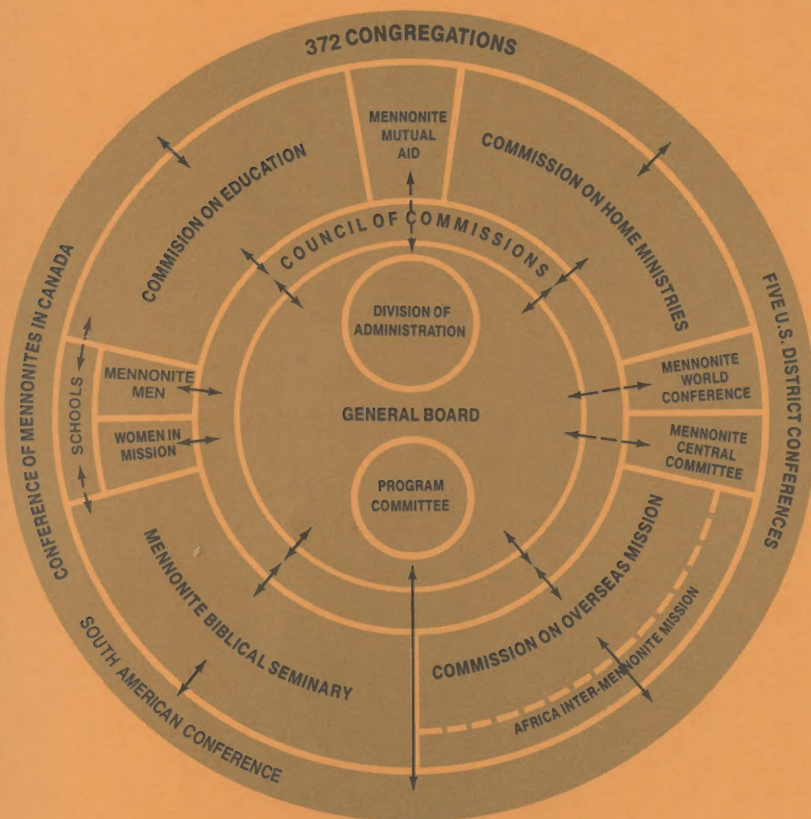
Section 1. The fiscal year of the corporation shall end on the 31st day of December of each year.

CERTIFICATE OF ADOPTION

The above and foregoing amended bylaws were duly and regularly adopted as the bylaws of the corporation at the meeting of the duly called Board of Directors, all as authorized by the Articles of Incorporation and the laws of the state of Kansas.

Dated at Kansas City, Missouri, this 25th day of September, 1969.

GENERAL CONFERENCE MENNONITE CHURCH



This circle drawing reflects the interaction of the congregations, area conferences, inter-Mennonite agencies, commissions, institutions and organizations related to the General Conference.

Members of the commissions and boards and representatives of most of the organizations on this chart gather each March as a Council of Commissions to give counsel to the General Board which gives overall direction to the conference, establishes priorities, sets the annual budget, appoints executive staff and makes bylaw changes.

The congregations in Canada have five area conferences in addition to the Conference of Mennonites in Canada. The congregations in Brazil, Paraguay and Uruguay have their respective national conferences in addition to the South American Conference.

General Conference schools in Canada are owned by area conferences. In the United States they are owned by church-related societies.

The Program Committee plans the triennial conference sessions.

